

AN ACT

ENTITLED, An Act to revise certain filing fees collected by the secretary of state.

BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF SOUTH DAKOTA:

Section 1. That § 47-34-54 be amended to read as follows:

47-34-54. The secretary of state shall charge and collect:

- (1) For filing the original articles of organization and issuing certificates of organization, in the case of a domestic limited liability company, a filing fee of one hundred twenty-five dollars. For filing, registering, and issuing a certificate of authority in the case of a foreign liability company, a filing fee of five hundred fifty dollars;
- (2) For amending the articles of organization in the case of a domestic limited liability company, a filing fee of fifty dollars. For amending the registration in the case of a foreign limited liability company, a filing fee of two hundred dollars;
- (3) For filing articles of dissolution, issuing a certificate of dissolution, and canceling the certificate of organization, ten dollars;
- (4) For filing a statement of change of address of registered office or change of registered agent, or both, ten dollars;
- (5) For filing articles of merger or consolidation, fifty dollars;
- (6) An annual tax of fifty dollars, due and payable January second of each year. This tax is delinquent if not paid by February first and a penalty of fifty dollars shall also be assessed.

Section 2. That § 47-34A-212 be amended to read as follows:

47-34A-212. The secretary of state shall charge and collect for:

- (a) Filing the first annual report in the case of a domestic limited liability company, a filing fee of one hundred twenty-five dollars. Filing the first annual report in the case of a foreign limited liability company, a filing fee of five hundred fifty dollars;

(b)

- (c) A reporting fee of fifty dollars, due and payable with the filing of all annual report, after the first annual report required in § 47-34A-211(c).

Section 3. That § 47-34A-1206 be amended to read as follows:

47-34A-1206. The secretary of state may charge the following fees:

- (a) For amending or restating the articles of organization in the case of a domestic limited liability company, a filing fee of fifty dollars. For amending the registration in the case of a foreign limited liability company, a filing fee of five hundred fifty dollars;
- (b) For filing articles of termination, ten dollars;
- (c) For filing articles of merger, fifty dollars;
- (d) For filing a statement of dissociation, ten dollars;
- (e) For filing an application to reserve a name, twenty dollars;
- (f) For issuing a certificate of existence, fifteen dollars;
- (g) For filing an application for registration of name, one dollar for each month, or fraction thereof, between the date of filing such application and December thirty-first of the calendar year in which such application is filed;
- (h) For filing an annual renewal of registration, a limited liability company which has in effect a registration of its name, may renew such registration from year to year by annually filing an application for renewal setting forth the facts required to be set forth in an original application for registration and a certificate of good standing as required for the original registration and by paying a fee of ten dollars. A renewal application may be filed between the first day of October and the thirty-first day of December in each year and shall extend the registration for the following year;
- (i) For acting as agent for service of process the secretary of state shall charge and collect at

the time of such service twenty-five dollars which may be recoverable as taxable costs by the party to the suit or action causing the service to be made if the party prevails in the suit or action.

Each limited liability company, domestic or foreign, that fails or refused to file its annual report for any year within the time prescribed is subject to a penalty of fifty dollars to be assessed by the secretary of state.

Section 4. That § 47-9-7 be amended to read as follows:

47-9-7. The secretary of state shall charge and collect for:

- (1) Filing articles of incorporation and issuing a certificate of incorporation, a filing fee of one hundred twenty-five dollars. Filing an application of a foreign corporation for a certificate of authority to transact business in this state and issuing the certificate, five hundred fifty dollars;
- (2) Filing articles of amendment and issuing a certificate of amendment, fifty dollars;
- (3) Filing restated articles of incorporation, fifty dollars;
- (4) Filing articles of merger or consolidation and issuing a certificate of merger or consolidation, fifty dollars;
- (5) Filing an application to reserve a corporate name, twenty dollars;
- (6) Filing a notice of transfer of a reserved corporate name, ten dollars;
- (7) Filing a statement of change of address of registered office or change of registered agent, or both, ten dollars;
- (8) Filing a statement of the establishment of a series of shares, fifty dollars;
- (9) Filing a statement of cancellation of shares, fifty dollars;
- (10) Filing a statement of reduction of stated capital, fifty dollars;
- (11) Filing a statement of revocation of voluntary dissolution proceedings, ten dollars;

- (12) Filing articles of dissolution, ten dollars;
- (13) Filing an application of a foreign corporation for an amended certificate of authority to transact business in this state and issuing an amended certificate of authority, two hundred dollars;
- (14) Filing a copy of an amendment to the articles of incorporation of a foreign corporation holding a certificate of authority to transact business in this state, two hundred dollars;
- (15) Filing a copy of articles of merger of a foreign corporation holding a certificate of authority to transact business in this state, fifty dollars;
- (16) Filing an application for withdrawal of a foreign corporation and issuing a certificate of withdrawal, ten dollars;
- (17) Filing any other statement or report except an annual report, of a domestic or foreign corporation, ten dollars;
- (18) Filing by a domestic corporation of articles of amendment, restated articles of incorporation, or articles of merger or consolidation in which the surviving corporation is a domestic corporation, which provides authority to increase the number of authorized shares of such corporation, in addition to the other fees imposed by this section, an additional fee shall be charged as shall make, together with the fee paid at the time of the incorporation, a total sum equal to the fee which would be required under this section in case the corporation had been incorporated for such total increased capitalization;
- (19) Filing by a foreign corporation of articles of amendment or articles of merger when the surviving or new corporation is a foreign corporation, which articles provide authority to increase the number of authorized shares of such foreign corporation, in addition to the other fees imposed by this section, an additional fee shall be charged as shall make, together with the fee paid at the time of authorization based on the fee schedule in

subdivision (1) of this section, a total sum equal to the fee which would be required under this section in the case the corporation had been authorized for such total increased capitalization;

- (20) All articles of amendment or articles of merger if the surviving or new corporation is a foreign corporation shall be filed with the secretary of state within thirty days after they have been filed with the secretary of state or other proper officer of the state wherein the corporation is organized. In case of failure to so file within the time specified in this subdivision, the corporation shall pay to the secretary of state on the filing of such articles of amendment or articles of merger a penalty of twenty-five dollars;
- (21) Filing an annual report of a domestic or foreign corporation, thirty dollars;
- (22) Each corporation, domestic or foreign, that fails or refuses to file its annual report for any year within the time prescribed by this chapter is subject to a penalty of fifty dollars to be assessed by the secretary of state;
- (23) Issuing a certificate of existence, fifteen dollars;
- (24) Filing articles of correction, twenty dollars.

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I certify that the attached Act
originated in the

SENATE as Bill No. 154

Secretary of the Senate
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President of the Senate

Attest:

Secretary of the Senate

Speaker of the House

Attest:

Chief Clerk

Senate Bill No. 154

File No. _____

Chapter No. _____

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Received at this Executive Office
this _____ day of _____ ,

20____ at _____ M.

By _____
for the Governor
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The attached Act is hereby
approved this _____ day of
_____, A.D., 20____

Governor
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STATE OF SOUTH DAKOTA,
ss.
Office of the Secretary of State

Filed _____, 20____
at _____ o'clock __ M.

Secretary of State

By _____
Asst. Secretary of State